NOTICE OF SALE OF SECURITIES APR 0 1 2002 SECUSE ONLY
PURSUANT TO REGULATION D
UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED
Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
The Alpha Fund, LLC, Limited Offering Private Placement
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing:
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) The Alpha Fund. LIC: 02025123
The Alpha Fund, LIC Address of Executive Offices (Number and Street, City State, Zip Code) Telephone Number (Including Area Code)
1 East Center Street, Suite 301, Fayetteville, AR 72701 (479) 571-2592
Address of Principal Business Operations (Number and Street, City State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
Brief Description of Business
This limited liability company will invest in technology based seed stage and start-up
companies. 1170/63
Type of Business Organization
☐ corporation ☐ limited partnership, already formed ☐ other (please specify): limited ☐ business trust ☐ limited partnership, to be formed ☐ liability company, already formed
Month Year
Actual or Estimated Date of Incorporation or Organization: 1 D Actual
Jurisdiction of Incorporation or Organization: (Enter two-letter Ü.S. Postal Service abbreviation for State: (Inter two-letter for two-lette
CN for Canada, 170 for other foreign jurisdiction)
GENERAL INSTRUCTIONS
Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed
copy or bear typed or printed signatures.
Filing Fee: There is no federal filing fee.
State:
This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Potential persons who are to respond to the collection of information contained in this form arenot required to respond unless the form displays a currently valid OMB control number.

exemption is predicated on the filing of a federal notice.

SEC 1972 (2-99) 1 of 8

OMB Number:

Estimated average burden

Expires:

3235-0076

November 30, 2001

securities of the issuer; Each executive officer and director of corporate issue				
issuers; and	and of corporate gener	at and managn	-€ her	ducts of partnership
Each general and managing partner of partnership issuer				
Check Box(es) that Apply: Promoter	Executive Officer	☐ Director	Z	General and/or Managing Partner
Full Name (Last name first, if individual)				
Lewis, David E.				
Business or Residence Address (Number and Street, City, State, 2 1 East Center, Suite 301, Fayetteville, AR				
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owne	r DExecutive Officer.	☐ Director	IJ.	General and/or Managing Partner
Full Name (Last name first, if individual)				
Nock, John C.				
Business or Residence Address (Number and Street, City, State, Z	ip Code)			
1501 Forest Heights, Fayetteville, AR 72703	J			
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	☐ Director	Q	General and/or Managing Partner
Full Name (Last name first, if individual)				
Britt, Wayne L.				
Business or Residence Address (Number and Street, City, State, Zi	ip Code)			
2669 Sherwood Lane, Fayetteville, AR 72703				
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)				
Kennedy, Robert E.				
Business or Residence Address (Number and Street, City, State, Zi	p Code)			
2755 Sherwood Lane, Fayetteville, AR 72703				
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)			_	-
Lewis, John M.				
Business or Residence Address (Number and Street, City, State, Zig	o Code)			
2273 Aspen Drive, Fayetteville, AR 72703				·
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)				
Lindsey, Uvalde				
Business or Residence Address (Number and Street, City, State, Zip	Code)			
2257 Gentle Oaks Lane, Fayetteville, AR 7270)3			
Check Box(es) that Apply: Promoter □ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if individual)	-			
the subject to the su		.		
Business or Residence Address (Number and Street, City, State, Zip	•			
The second will be the wind of the wind in	Summignism Supplies Supplies			

Enter the information requested of the following:

Each promoter of the issuer, if the issuer has been organized within the past five years;

1. 1	Has the issue	er sold, or d	loes the issu						_	· Y	es 🗆	No 🗵
				Answer als	so in Appen	dix, Colum	n 2, if filing	under ULC	DE.		;	
2. \	What is the r	ninimum in	vestment ti	hat will be	accepted f	rom any in	dividual?.	*************	••••••••	\$	25,00	00.00
3. I	Does the offe	ering permi	t joint own	ership of a	single unit	?	••••••	*************		Y	es 🛘	No 🖾
s a o	Enter the information in associated relationship dealer. If of the information of the inf	neration for person or a more than	solicitation agent of a b five (5) p	n of purcharoker or de ersons to	asers in cor ealer regist	nnection w ered with t	rith sales o he SEC ar	f securities ad/or with	s in the offe a state or st	ering. If a tates, list th	person to he name of	be listed is f the broker
	Name (Last 1	name first, i	f individua	1)							_	
	ess or Resid	ence Addre	ess (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)			;	·	
Name	of Associat	ed Broker o	or Dealer									
States	in Which P	erson Listed	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers			· · · · · · · · · · · · · · · · · · ·		
(0	Check "All S	States" or ch	eck individ	lual states))	***************************************	••••••			•••••	🗅 .	All States
AL I	□ AK □	AZ 🗆	AR 🗖	CA 🗆	co 🗆	ст 🗆	DE 🛘	DC 🗆	FL 🛘	GA □	ні 🗆	ID 🛮
IL I		IA 🗆	KS □	KY 🗆	LA 🗆	ME 🗆	MD 🗆	MA 🗆	мі 🗖	MN 🗆	MS □	мо 🗖
TM	J NE 🗆	NV 🗆	ин 🛘	N)	NM 🗆	NY 🛘	NC 🗆	ND 🗆	он 🏻	ок 🛘	OR 🗆	PA 🗆
RI [⊐ sc □	SD 🗆	TN 🗆	тх 🗆	и 🗆	VT 🗖	VA 🗖	WA 🗅	wv 🗅	wı 🗆	WY 🗆	PR □
Full N	ame (Last n	ame first, if	individual)		-	•					•
Busine	ess or Reside	ence Addres	ss (Number	and Street	t, City, Stat	e, Zip Cod	le)					
Name	of Associate	ed Broker o	r Dealer	······						<u> </u>		···
States	in Which Pe	rson Listed	Has Solici	ted or Inte	nds to Soli	cit Purchas	ers	-	······	<u>.</u>		·
•	heck "All S		*	•							🗆 A	All States
AL C			AR 🗆	CA 🗆		ст 🗖		DC 🗆	FL 🛘	GA □	ні 🗆	ID 🗖
IL [ם או ב	IA 🗆	KS □	KY 🗆	ΙΑ 🗆	ME 🗆	MD 🗖	MA 🗆	мі 🗖	MN 🗆	MS 🗆	мо 🗆
MT [] NE []	W 🗆	ин 🗆	พ 🗆	им 🗆	NY 🗖	ис 🗆	ND 🗆	он 🗖	ок 🗆	OR 🗆	PA 🗆
RI C		SD 🗆	אד 🗀	тх 🗆	ут 🖸	VT 🖸	VA 🗆	WA 🗆	w 🗆	WI 🗆	WY D	PR □
Full Na	ame (Last na	me first, if	individual)									
Busine	ss or Reside	nce Addres	s (Number	and Street,	City, State	e, Zip Code			<u> </u>			
								·		· · · · · · · ·		
Name o	of Associate	d Broker or	Dealer						•			
States i	n Which Per	rson Listed	Has Solicit	ed or Inter	ds to Solic	it Purchase	ers					· · · · · · · · · · · · · · · · · · ·
	neck "All St							••••••			🗆 A	11 States
AL C		AZ 🗆	AR 🗆	CA 🗆	со 🛘	ст 🗆	DE 🗆	DC 🗆	FL 🗆	GA □	н□	ID 🗆
IL 🗆	וו ו	IA 🗆	ks □	KY 🗆	LA 🗖	ME 🗆	MD □	MA 🗆	мі 🗆	ми 🗆	MS □	мо 🗆
MT 🗆	NE 🗆	NV 🗆	ин 🛘	NJ 🗆	NM 🗆	NY 🗆	NC 🗆	ND 🗖	он 🗖	ок 🗆	OR 🗆	PA 🗆
RI 🗆	. sc □	SD 🗆	TN 🗆	тх 🛘	UT 🗆	VT 🗆	VA 🗆	wa 🗆	wv 🗆	wı 🗆	wy 🗆	PR □

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.						
	Type of Security		Aggregation Aggreg			Aı	nount Alread Sold
	Debt	\$	0		5	\$	0 .
	Equity		0		- 5	5	0
	☐ Common ☐ Preferred				•		<u></u>
	Convertible Securities (including warrants)	\$	0		9	5	0
	Partnership Interests		0	,	- §		0
	Other (Specify Membership interests in limited) liability		5.000.0	00 C	n S	;	25 000 00
	Total company						25,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	•			. •	•	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."	•					
			Number			Do	Aggregate llar Amount
			Investor	S .		_	f Purchases
	Accredited Investors		1		\$	_	25,000.00
	Non-accredited Investors	_	0		\$	_	. 0
	Total				\$	_	25,000.00
	Answer also in Appendix, Column 4, if filing under ULOE.						
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Type of		1	Do	liar Amount
	Type of offering		Security		_		Sold
	Rule 505		N/A		\$		٥
	Regulation A		N/A	 -	\$	_	Ö
	Rule 504		N/A		\$	_	0
	Total		N/A		\$		0 .
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.						
	Transfer Agent's Fees				\$		
	Printing and Engraving Costs		******	. W	\$		1,000
	Legal Fees				\$		10,000
	Accounting Fees				\$		
	Engineering Fees	•••••			\$		
	Sales Commissions (specify finders' fees separately)				\$		
	Other Expenses (identify)	•••••			\$	_	
	Total			Ø	\$		11,000

	 b. Enter the difference between the aggree Part C - Question 1 and total expenses furn 4.a. This difference is the "adjusted gross presented to the property of the	nished in response to Part (C - (Ques	ction		\$	4,989,000.00
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check total of the payments listed must equal the a forth in response to Part C – Question 4.b about							
					Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees	•••••		\$	<u> </u>	_ 🗆	\$	·
	Purchase of real estate	***************************************		\$			\$	
	Purchase, rental or leasing and installment of	machinery and equipment		\$		_ 🗆	\$	
	Construction or leasing of plant buildings and	facilities		\$		_ 🗆	\$	
	Acquisition of other businesses (including involved in this offering that may be used in securities of another issuer pursuant to a merg	exchange for the assets or		\$			\$	
	Repayment of indebtedness			\$			\$	
	Working capital		Ø	\$	4,989,000.00		\$	
	Other (specify):	·····		\$	<u> </u>		\$	
				\$			\$	
	Column Totals		2	\$	4,989,000.00		\$	
	Total Payments Listed (column totals added)				图 \$	4,9	89,	000.00
		OCCUPATION OF STREET	ERRE			37.40		
e : ritt	issuer has duly caused this notice to be signed following signature constitutes an undertaking ten request of its staff, the information furnise 502.	by the issuer to furnish to	the	U.S	. Securities and Ex	cchang	e Cor	mmission, upon
sue	er (Print or Type)	Signature			Dat	e		
Che	e Alpha Fund, LLC	FARM W. 18m	1	7	- 03	/0 5/	02	
am	e of Signer (Print or Type)	Tipe of Signer (Print or Ty						
Jar	nes W. Smith	Counsel for the Is	sue:	r				
•		·						

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

100	DE SUPERIOR DE SET PARTIE DE S
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
	See Appendix, Column 5, for state response.
2.	The undersigned hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the dersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
THE ALPHA Fund, LLC	Allew , Inth	03/05/02
Name (Print or Type)	Title of Signer (Print or Type)	
JAMES W. SMITZ	Legal Counsel & Issuer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3				5						
			Type of security		unde U	lification or State LOE							
1	1	d to sell accredited	and aggregate offering price		Trmo of	investor and			s, attach ation of				
		rs in State	offered in State		amount purchased in State								
	(Part I	3-Item 1)	(Part C-Item 1)		(Part C-Item 2)								
				Number of Accredited		Number of Non- Accredited							
State	Yes	No	·	Investors	Amount	Investors	Amount	Yes	No				
AL	0				<u> </u>								
AK													
AZ	0			•	C2F 000	<u> </u>							
AR	<u> </u>			1	\$25,000.	00							
CA		0					· · · · · · · · · · · · · · · · · · ·						
co				·									
CT													
DE													
DC													
FL													
GA													
Ш						i	,						
ID T													
IL D							•						
IN	. 🗆												
IA	. U												
KS									-				
KY													
LA													
ME													
MD													
MA													
MI													
MN													
MS													
MO													
MT													
NE								. 🗆					
NV													
NH		<u> </u>											
NJ													
NM													
NY													

				APP	IN DOZ						
1		2	3			4			5		
			Type of security								
	Inten	d to sell	and aggregate								
		accredited	offering price		Type of	investor and		explan	attach ation of granted)		
1		rs in State	offered in State		amount purchased in State						
	(Part I	3-Item 1)	(Part C-Item 1)		(Part	C-Item 2)	T	(Part E	Item 1)		
			. *	Number of Accredited		Number of Non- Accredited					
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
NC											
ND											
OH											
OK											
OR				L							
PA											
RI				· 							
SC											
SD											
TN											
TX											
UT											
VT											
VA											
WA											
WV											
WI											
WY											
PR			<u> </u>								